

Helsel Christopher P
 Form 3
 January 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Helsel Christopher P | | (Month/Day/Year) | GOODYEAR TIRE & RUBBER CO /OH/ [GT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2019 | | |
| 200 INNOVATION WAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP Chief Technology Officer | |
| AKRON, Â OH Â 44316 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 324 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|------------------|------------------|--------------|--------|-------------------|-------------------|---|
| 2013 Plan Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 220 | \$ ⁽²⁾ | D | Â |
| 2013 Plan Restricted Stock Units ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 184 | \$ ⁽³⁾ | D | Â |
| 2017 Plan Restricted Stock Units ⁽⁴⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 462 | \$ ⁽⁵⁾ | D | Â |
| 2017 Plan Restricted Stock Units ⁽⁴⁾ | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 5,637 | \$ ⁽⁶⁾ | D | Â |
| 2017 Plan Performance Shares ⁽⁷⁾ | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 3,688 | \$ ⁽⁷⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Helsel Christopher P 200 INNOVATION WAY AKRON, OH 44316 | Â | Â | Â VP Chief Technology Officer | Â |

Signatures

/s/ Daniel T Young, signing as an attorney-in-fact and agent duly authorized to execute this Form 3 on behalf of Christopher P Helsel pursuant to a Power of Attorney dated 1/3/19, a copy of which is filed herewith.

01/11/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Restricted Stock Units, each equivalent to a share of common stock, granted under the 2013 Performance Plan.
- (2) The Restricted Stock Units vest and convert into shares of common stock on February 22, 2019.
- (3) The Restricted Stock Units vest and convert into shares of common stock on February 27, 2020.
- (4) Restricted Stock Units, each equivalent to a share of common stock, granted under the 2017 Performance Plan.
- (5) The Restricted Stock Units vest and convert into shares of common stock on October 9, 2020.
- (6) The Restricted Stock Units vest and convert into shares of common stock on February 26, 2021.

Performance Share Unit grant under the 2017 Performance Plan, contingently payable (to the extent earned) 100% in shares of common stock in February 2021. The number of Units paid, which can range from 0% to 200% of the Units reported on this Form 4, depends on

- (7) the attainment of certain performance targets over a 3-year period ending December 31, 2020, and is subject to further increase or decrease of up to 20% based on the Company's total shareholder return vs. the S&P 500 over the 3-year period ending December 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.